

Absaraka Cooperative Telephone Co.

Box 27
Absaraka, ND 58002

April 10, 1990

Illona A. Jeffcoat-Sacco
Public Service Commission
State Capitol
Bismarck, ND 58505



Dear Illona:

I am writing in response to your letter requesting a copy of our Certificates of Public Convenience and Necessity and orders, and the Articles of Incorporation. We are unable to find our Certificate of Public Convenience and Necessity or the Commissions order granting the Certificate, but I have already sent you a copy of our Articles of Incorporation.

Sincerely,

Ann Faught
Manager

(701) 896-3404

ARTICLES OF ASSOCIATION
OF THE
ABSARAKA CO-OPERATIVE TELEPHONE COMPANY, INC.
ABSARAKA, CASS COUNTY, NORTH DAKOTA
A NORTH DAKOTA CO-OPERATIVE

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a co-operative telephone company, under the provisions of Chapter 10-15 of the North Dakota Revised Code of 1943, as amended by Chapter 104 of the North Dakota Session Laws of 1957, and Section 49-2103 of said North Dakota Revised Code, and we certify that.

ARTICLE I.

The name of this co-operative association shall be the Absaraka Co-operative Telephone Company, Inc.

ARTICLE II.

The Post Office Address of said co-operative shall be Absaraka, Cass County, North Dakota, the principal office thereof shall be located at Absaraka, Cass County, North Dakota.

ARTICLE III.

The period of existence of said co-operative shall be perpetual.

ARTICLE IV.

The purposes for which it is formed is to engage in any activity within the purposes for which co-operatives may be organized, and in particular the business of acquiring by purchase, lease or otherwise, of constructing, maintaining, leasing, and operating a telephone exchange system, and public and private telephone and telegraph lines, and in general the receiving and transmitting intelligence by electricity or otherwise for all purposes, and doing a telephone and telegraph business in the district, territory and areas as hereinafter set forth.

To own, operate and maintain a rural telephone line and accessories for the purpose of providing telephone service in a co-operative manner or plan for its members between their respective residences and place of business, and the telephone facilities and exchange necessary for the operation thereof.

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To enter into contracts of all kinds, without limit as to amounts, with any person, firm, corporation, municipal corporation or subdivision thereof, and to buy, mortgage, sell, lease convey any and all real estate necessary for its co-operative purposes.

ARTICLE V.

The amount of Capitol Stock of this Co-operative shall be NONE, and there shall only be one class of membership to said co-operative, and no dividends of any kind or nature shall be paid to any member of the co-operative, and in the event of liquidation thereof, any assets remaining, shall be distributed equally to all members thereof.

ARTICLE VI.

The places from and to which the telephone lines are intended or contemplated to be run for this co-operative, shall be in Wheatland and Empire Townships, Cass County, North Dakota, and more in particular described as follows:

One line starting and extending at Absaraka, North Dakota, which is located at the $S\frac{1}{2}$ of Section 33, Township 141, Range 53, Cass County, North Dakota and running in a South and Southeasterly direction for a distance of a mile and one half to the $NE\frac{1}{4}$ of Section 9, Township 140, Range 53, (Wheatland Township) thence in a westerly direction for a distance of $\frac{3}{4}$ of a mile to the Northeast corner of Section 7, Township 140, Range 53, (Wheatland Township); one line running West and Northwesterly from said Absaraka, for a distance of four miles to the Northwest coner of Section 30, Township 141, Range 53, (Empire Township); one line running Northwesterly from said Absaraka in a Northwesterly direction to the Southwestern corner of Section 8, Township 141, Range 53 (Empire Township) an estimate lenght of seven miles; one line running Northeasterly from said Absaraka a distance of six miles to the Northeast corner of Section 24, Township 141, Range 53, (Empire Township), and a lateral line off said line a distance of two miles to the Southeast corner of Section 25, Township 141, Range 53, (Empire Township), all located in Cass County, North Dakota. That a plat herein attached shows and indicates the lines herebefore set forth, said plat by reference made a part of this instrument

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ARTICLE VII

The counties through which the lines is intended to be run are as follows:

Cass County, North Dakota.

ARTICLE IX

The estimated length and cost of the lines is as follows:

The estimated length is twenty miles (20), and the estimated cost thereof is \$10,000.00.

ARTICLE X

That all of the hereinafter stated incorporators of said co-operative are residents of Absaraka, Cass County, North Dakota.

ARTICLE XI

That the names and addresses of each incorporator of the Absaraka Co-operative Telephone Co., are as follows:

J. R. Faught	Absaraka, North Dakota
Fred Gavin	Absaraka, North Dakota
Carl Nepp	Absaraka, North Dakota
Russell Idso	Absaraka, North Dakota
R. E. Monilaws	Absaraka, North Dakota

ARTICLE XII

The names and addresses of Five incorporators of the said company who will act as the temporary board for the said co-operative until their successors are legally elected and qualified, but who shall not hold office longer than the first membership meeting of this co-operative shall be as follows:

J. R. Faught	Absaraka, North Dakota
Fred Gavin	Absaraka, North Dakota
Carl Nepp	Absaraka, North Dakota
Russell Idso	Absaraka, North Dakota
R. E. Monilaws	Absaraka, North Dakota

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J. R. Faught
J. R. Faught


J. R. Faught
Fred Gavin

Fred Gavin
Carl Repp
 Carl Repp

R. E. Monilaws
R. E. Monilaws
Russell L. L. L.

Russell Idso

State of North Dakota)
County of Cass) ss

F. J. Woell 
Notary Public, Cass County

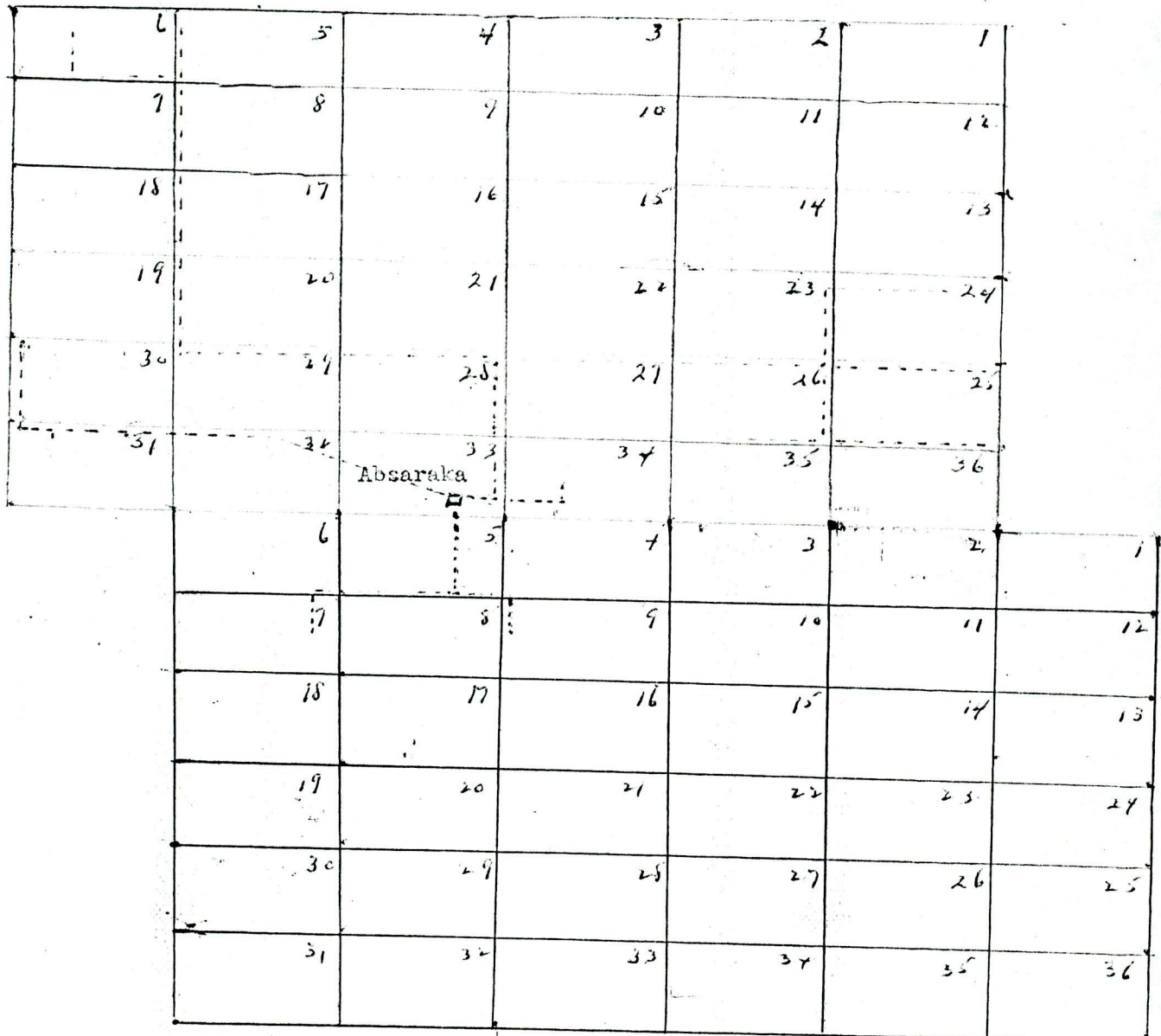
My Commission Expires May 28, 1964

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PLAT

The within plat herein, shows the lines (Approximately) as contemplated by the Absaraka Co-operative Telephone Company, of Absaraka, Cass County, North Dakota, as the same will be in Empire and Wheatland Townships, Cass County, North Dakota, and said plat shall become a part of the Articles of Association for said Company.

EMPIRE TOWNSHIP, CASS COUNTY, NORTH DAKOTA TOWNSHIP 141, RANGE 53



WHEATLAND TOWNSHIP, CASS COUNTY, NORTH DAKOTA
TOWNSHIP 140, RANGE 53

Key

----- Indicates Proposed Lines.

Articles of Incorporation
Obsarko Co-operative
Telephone Company Inc
Obsarko, N. D.

STATE OF NORTH DAKOTA } ss
Department of State

Filed for record and certificate issued
the 1st day of Dec.

19 58 and

recorded in Volume Five

of Co-operative

Associations

page 230

Ben Meier
SECRETARY OF STATE

By _____
DEPUTY

Fee \$16.00

No. 1004

CO-OPERATIVE ASSOCIATION
CERTIFICATE OF INCORPORATION



DUPLICATE

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, J. R. FAUGHT FRED GAVIN CARL NEPP RUSSELL IDSO R. E. MONILAWS

and others have filed in this office a declaration in writing or ARTICLES OF INCORPORATION, as provided by the laws of this State, setting forth all the facts required to be stated herein by the said statutes, and have in all respects complied with the requirements of the law governing the formation of co-operative associations;

Now, therefore, I, BEN MEIER, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of ABSARAKA CO-OPERATIVE TELEPHONE COMPANY, INC.

and by that name have a right to sue and be sued, purchase, hold and convey real and personal property, and to have and enjoy all the rights and privileges granted to a private corporation under the laws of this state, subject to their articles of incorporation, and all legal restrictions and liabilities in relation thereto.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this FIRST day of DECEMBER A. D. 19 58

SEAL

By _____
DEPUTY

BEN MEIER
SECRETARY OF STATE

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BY-LAWS OF THE
ABSARAKA CO-OPERATIVE TELEPHONE CO., INC.
ABSARAKA, CASS COUNTY, NORTH DAKOTA

Article I
Name and Location

Section 1.

The name of this corporation, shall be the Absaraka Co-operative Telephone Company, Inc.

Section 2.

The principal office of said Corporation, shall be located at Absaraka, Cass County, North Dakota, or at such office as the Board of Directors shall determine.

Article II
Capitol Stock

Section 1.

The amount of Capitol Stock of this corporation shall be (NONE), and there shall never be any capitol stock, preferred stock or any other type or class of stock issued by said Corporation.

Article III
Membership

Section 1.

The membership of this corporation shall consist of those members who have subscribed for a telephone or ask and desire telephone service within the limits and areas said company is authorized to do business, and a member to be in good standing shall at the time of any meeting of this company, not be indebted to said company in any manner whatsoever. Any member who shall be indebted to said company shall under no circumstances be allowed to vote at any meeting of the company. This section shall not be construed to the effect that a member shall be denied a vote at a meeting of this company for any purpose, when he is in arrears for one month telephone service or dues. X

Section 2.

Each subscriber to this company must purchase a telephone instrument and maintain said instrument including batteries, if any. The type of instrument purchased to be approved by the Board of Directors.

Section 3.

All members shall assist from time to time as required in the installation, repair and replacement of all existing telephone lines, and new members desiring telephone service must assist in digging the necessary holes for telephone poles, haul poles and wire to the proper locations and assist the company in the installation thereof. The company in all cases will make the necessary and proper connections of said lines to the existing lines of the company.

Section 4.

Each member of this company at any meeting of the membership shall be entitled to one vote only. This section shall be construed to mean that a family receiving service from this company shall be entitled to one vote, the same to be voted either by the husband or wife as the case may be. Voting shall be done by members present, voting shall not be allowed by proxy or mail. X

Section 5.

Ten (10) members of the company shall constitute a quorum at any meeting of the membership.

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Section 6.

Notice of said meeting shall be given either personally, by mail or by posting a notice of any meeting of the membership at least ten (10) days prior to said meeting in some conspicuous place in Absaraka, North Dakota, or at such place as the Board of Directors shall direct. Notice shall state the place, day and hour said meetings shall be held.

Section 7.

The place of membership meetings shall be at the company offices at Absaraka, North Dakota or at such place in Absaraka, North Dakota designated by the Board of Directors.

Section 8.

The annual meeting of the membership of this company shall be the last Monday in January of each year, at which time the membership shall elect members to the Board of Directors and transact any other business that might properly come before the meeting.

Section 9

Special meetings of the membership may be called by the President, Board of Directors, or members having one-fifth of the votes entitled to be cast at such meetings.

Article IV
Directors

Section 1.

The Board of Directors of this company shall consist of five (5), who shall be qualified members of this company in good standing. At the first meeting of the membership five directors shall be elected; two members for a one year term; two members for a two year term; and one member for a three year term. Each year thereafter, directors shall be elected to a three year term as their terms expire. All directors shall hold office as long as they are members of said company or until their successors are elected and qualified. The directors need not be elected from any specified territorial district of said company.

Section 2.

Directors shall be elected at the annual meeting of the membership each year.

Section 3.

The Board of Directors immediately after the annual meeting of the membership shall hold their meeting, for the purpose of electing a President, Vice President, and Secretary and Treasurer, who shall be members of the Board of Directors. Said Officers shall hold office for a period of one year or until their successor is elected and qualified. Any officer can be removed by a three fourths (3/4) * vote of the full Board of Directors.

Section 4.

Whenever a vacancy occurs in the Board of Directors the remaining members of the Board shall appoint a member in good standing of this company to the Board, who shall fill out and complete the members unexpired term.

Section 5.

The Board of Directors shall hold such meetings as they deem necessary, however, prior to a meeting of the Board they shall give Notice of such meeting either personally to the members or by posting a notice of such meeting in a conspicuous place in Absaraka, North Dakota at least two days (2) prior to said meeting stating the time and place of such meeting.

Section 6.

A majority of the Directors shall constitute a quorum.

Section 7.

The Directors and Officers shall serve without pay, but shall be entitled to any expenses they might incur for the benefit of the company.

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The Board of Directors however, if in their discretion feel that some officer should be paid for his services, they shall have the authority to set said salary.

Section 8.

The directors shall hire, and fix the salaries of any employees needed for the satisfactory operation of the company.

Section 9.

The business, management and operation of the company shall be under the authority of the Board of Directors and Officers of the company as they shall determine.

Section 10.

The Board of Directors shall fix the rates to be charged the membership for telephone services or other services rendered by the company, and shall file the same as required by law with the Public Service Commission of the State of North Dakota.

Section 11.

The seal of this association shall be such as determined by the Board of Directors.

Section 12.

The Board of Directors may exercise all powers and rights as provided by law, with full power to borrow money for or on account of the association and to pledge or mortgage the assets of said association for security for money borrowed.

Article V.
Officers.

Section 1.

The officers of this company shall be elected for a term of one year, and shall hold office until their successors are duly elected and qualified, all officers shall be members of the company. The office of the Secretary and Treasurer may be held by one person. Whenever an office shall be vacated the same shall be filled by the Board of Directors from the members of the Board and said person shall hold office until the next election of Officers.

Section 2.

The President shall preside at all meetings of the Directors and membership meetings, and shall have general supervision of the company. He shall sign all written contracts of the company, shall sign all bank checks and shall perform all duties incident to his office. All contracts, bank checks, notes, and other instruments signed by the President shall be countersigned by the Treasurer. In the absence or disability of the President, his duties shall be performed by the Vice-President.

Section 3.

The Secretary shall issue or post all notices of the meetings of the Directors and Membership, and shall keep the minutes of the meetings, shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal, and shall attest with his signature and impress with the seal all written contracts of the company, and shall perform all such other duties as are incident to his office.

Section 4.

The Treasurer shall have custody of all money and securities of the company, shall countersign all bank checks, notes and other financial instruments of said company. He shall keep regular books of account, shall do the necessary billing of all accounts due the company, shall prepare and file all other records and accounts as required by law, and shall perform all other duties incidental to this office. The Treasurer shall also report the financial condition of the company to the Board of Directors as they shall demand, and shall also make a complete report of the financial condition of the company to the membership at the annual meeting of the membership each year, or as required by the Board of Directors. The Board of Directors shall also determine if the Treasurer shall be bonded and shall fix the amount of the bond required.

Article VI.
Apportionment and Distribution of Proceeds

Section 1.

At least once annually the directors shall determine and distribute the net proceeds of the company as follows:

1. There shall be deducted from total proceeds:
 - a. All operating expenses and costs.
 - b. Any losses incurred in prior years
 - c. All taxes and all other expenses
 - d. Reasonable and necessary reserves for depreciation, depletion and obsolescence of physical property, any other reserves all of which shall be established in accordance with usual and customary accounting practice.
2. The remainder of the total net proceeds shall not constitute income of the company, but shall be distributed to the membership or patrons of the association, which can be in the form of cash, credits, revolving fund certificates or letters of advise.
3. There shall be no distinction between the persons entitled thereto, but all thereof shall be distributed and paid to members or patrons in accordance with the ration, which their patronage bears to the total patronage.
4. Any distribution of proceeds which remains unclaimed six years after the date authorized for payment may be forfeited by the Board of Directors, in accordance with law, and any amounts forfeited shall revert to the company.

Article VII.
General Conditions.

Section 1.

The fiscal year of this company shall begin on Jan. 1, and end Dec. 31, of each year.

Section 2.

In the event the association is sold or dissolved, all legal obligations of the company shall be paid in full, and any remaining assets shall be divided equally thereafter among the qualified members of the company at the time of dissolution. The association can only be dissolved in accordance with the Laws of the State of North Dakota.

Section 3.

These by-laws and articles of association, may be altered, amended or repealed at any regular meeting of the membership or at any special meeting of the membership called for that purpose, by a two thirds (2/3) vote of the qualified members of the membership.

Dated this 15 day of December, A. D. 1958.

STATE OF NORTH DAKOTA }
Department of State }ss

Filed for record the 17 day of January 1959

Bern Miller Page 9
SECRETARY OF STATE

DEPUTY

Joe \$7.00

Pay - Taxes

of

Alvord Co-operative

Telephone Company,

Inc.

Alvord, North Dakota

STATE OF NORTH DAKOTA

Department of State

Filed for record the 12

day of February 19 1959

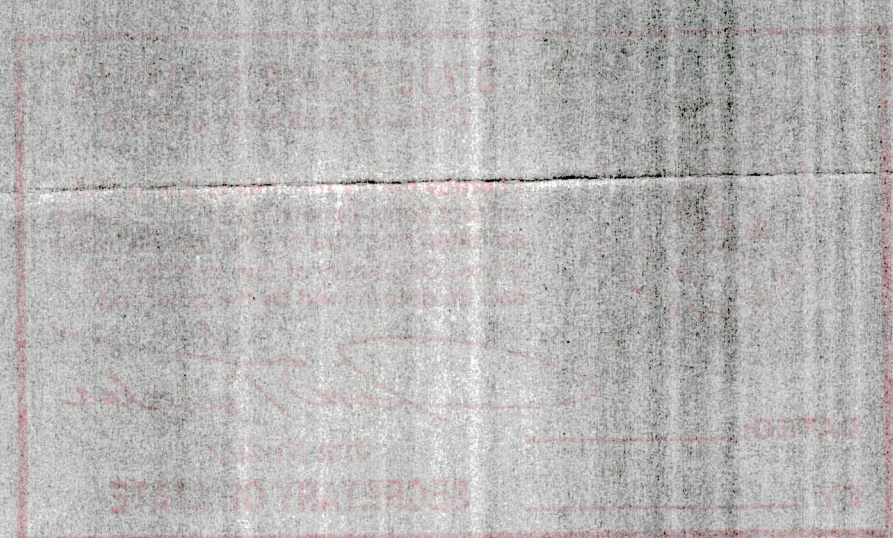
Secretary of State

DEPUTY

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Volume - 4 Copplements

Fee \$2.00





STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 12 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 4-17-90

BY: Darby Schlosser **SECRETARY OF STATE**

Jim Kusler
Jim Kusler